

## **Exhibit 45**

股票代碼：2442



美齊科技股份有限公司

九十五年度

年報

刊印日期：中華民國九十六年五月十七日

查詢本年報之網址：

<http://mops.tse.com.tw>

**Stock Code: 2442**



**JEAN Co., Ltd.**

**2006**  
**Annual Report**

**Date Published: May 17, 2007**  
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**<http://mops.tse.com.tw>**

## 二、董事、監察人、總經理、副總經理、協理、各部門及分支機構主管資料：

## (一)董事及監察人：

## (1)基本資料

96年04月10日

職稱	姓 名	選(就)任日期	任期	初次選任日期	選任時持有股份		現在持有股數		配偶、未成年子女現在持有股份		利用他人名義持有股份		主要經(學)歷	目前兼任本公司及其他公司之職務	具配偶或二親等以內關係之其他主管、董事或監察人		
					股數	持股比率	股數	持股比率	股數	持股比率	股數	持股比率			職稱	姓 名	關係
董事長	林鎮源	93.12.31	三年	93.12.31	7,357,228	4.18%	44,857,228	17.94%	0	0%	0	0%	碩士 中華映管(股)公司董事長/總經理	JERRY INV：董事 JEFFREY INV：董事 JEAN(M)：董事	監察人	JERRY LIN	父子
董事兼任總經理	陳修乾	93.12.31	三年	93.12.31	0	0%	0	0%	0	0%	0	0%	碩士 中華映管(股)公司副總經理	高創(蘇州)電子公司：董事 JEAN(M)：董事 美齊光電(上海)公司：董事長	無	-	-
董事兼任副總經理	高輔投資(股)公司法人代表：許張義	93.12.31	三年	86.06.29	20,598,845	11.70%	36,098,845	14.44%	0	0%	0	0%	學士 七星輪胎公司業務經理	美齊光電(上海)公司：董事 高創(蘇州)電子公司：董事長 高輔投資(股)公司：監察人 富達電子(吳江)有限公司：董事長	無	-	-
董事(獨立)	劉政林	93.12.31	三年	92.06.06	0	0%	0	0%	0	0%	0	0%	碩士 東亞科技(股)公司董事長	東亞科技(股)公司：董事長 華晶科技(股)公司：獨立監察人 大甲興業(股)公司：董事 東芯投資(股)公司：董事 東雅電子(股)公司：法人董事代表人 映達連(股)公司：董事	無	-	-
董事(獨立)	姚崇誠	93.12.31	三年	93.12.31	0	0%	0	0%	4,261	0%	0	0%	學士 白砂電機總經理	吉立電子(蘇州)有限公司：總經理 廣運機械工程(股)公司：監察人	無	-	-
監察人(獨立)	莊嘉福	93.12.31	三年	92.06.06	0	0%	0	0%	0	0%	0	0%	學士 輝珂公司董事長	常田海鮮餐廳(股)公司：董事	無	-	-
監察人	高美投資法人代表：JERRY LIN	93.12.31	三年	93.12.31	314,000	0.18%	21,314,000	8.53%	0	0%	0	0%	學士 University California Santa Barbara	高輔投資(股)公司：董事	董事	林鎮源	父子
監察人	路呈麟	93.12.31	三年	92.06.06	850,000	0.48%	850,000	0.34%	0	0%	0	0%	學士 高輔投資(股)公司顧問	無	無	-	-

## 美齊科技股份有限公司財務報表附註(續)

## 五、關係人交易

## (一)關係人之名稱及關係

關係人名稱	與本公司之關係
英屬維京群島 JEFFREY INVESTMENT LTD. (JEFFREY 公司)	本公司之子公司
高創(蘇州)電子有限公司(高創電子)	本公司之子公司
中華映管股份有限公司(中華映管)	其董事長為本公司董事長二等親
美齊光電有限公司(美齊光電)	本公司之子公司
林鎮源	本公司之董事長
高輔投資股份有限公司(高輔公司)	對本公司持股超過10%之股東

## (二)與關係人之間之重大交易事項

## 1. 銷 貨

本公司民國九十五年度及九十四年度對關係人之銷貨金額如下：

	95年度		94年度	
	金 額	佔本公司銷貨淨額%	金 額	佔本公司銷貨淨額%
高創電子	\$ 33,125	-	117,993	-
美齊光電	102,258,606	0.54	247,955,812	1.86
JEFFREY	49,607	-	-	-
高輔公司	9,047	-	-	-
	<u>\$ 102,350,385</u>	<u>0.54</u>	<u>248,073,805</u>	<u>1.86</u>

本公司對關係人美齊光電公司之銷貨，實際係由本公司向高創電子進貨後，再依成本轉售予美齊光電公司，本公司並未賺取差價。

本公司銷售予關係人之收款期限，除美齊光電公司係月結120天外，餘與一般廠商交易條件尚無顯著不同。

本公司民國九十五年及九十四年十二月三十一日對關係人銷貨發生之應收帳款餘額如下：

	95.12.31		94.12.31	
	金 額	佔科目餘額%	金 額	佔科目餘額%
應收帳款				
美齊光電	<u>\$ 37,205,188</u>	<u>0.64</u>	<u>132,760,609</u>	<u>4.30</u>

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**II. Materials of directors, monitors, general managers, vice general managers, assistant managers and supervisors of individual departments and branches:**

## (i) Directors and monitors:

## (1) Basic information

Apr. 10, 2007

Title	Name	Date of selection and appointment (assumption of duty)	Tenure	Time of initial selection and appointment	Shares held at selection and appointment		Shares held currently		Shares currently held by spouse / minor children		Shares held in the name of others		Major experiences (education background)		Position held concurrently at other companies	Other supervisors, directors and monitors that have spouse relationship or parent-child relationship		
					Number of shares	Shareholding ratio	Number of shares	Shareholding ratio	Number of shares	Shareholding ratio	Number of shares	Shareholding ratio				Title	Name	Relationship
Chairman	Lin Zhenyuan	Dec. 31, 2004	3 yrs	Dec. 31, 2004	7,357,228	4.18%	44,857,228	17.94%	0	0%	0	0%	Master	Chairman / General Manager of Chunghwa Picture Tubes Ltd.	JERRY INV.: Director JEFFREY INV.: Director JEAN (M): Director	Monitor	JERRY LIN	Father-son
Chairman & President	Chen Xiuqian	Dec. 31, 2004	3 yrs	Dec. 31, 2004	0	0%	0	0%	0	0%	0	0%	Master	Vice General Manager of Chunghwa Picture Tubes Ltd.	K-Tronics (Suzhou) Technology Co., Ltd.: Director JEAN (M): Director JEAN OPTO-ELECTRO NICS (Shanghai) TECHNOLOGY CO., LTD.: Chairman	None	-	-
Chairman & Vice President	Legal representative of Gaofu Investment Co., Ltd.: Xu Zhangyi	Dec. 31, 2004	3 yrs	Jun. 29, 1997	20,598,845	11.70%	36,098,845	14.44%	0	0%	0	0%	Bachelor	Business Manager of SEVEN STARS RUBBER CO., LTD.	JEAN OPTO-ELECTRO NICS (Shanghai) TECHNOLOGY CO., LTD.: Director K-Tronics (Suzhou) Technology Co., Ltd.: Chairman Gaofu Investment Co., Ltd.: Monitor Fuda Electronics (Wujiang) Co., Ltd.: Chairman	None	-	-
Director (independent)	Liu Zhenglin	Dec. 31, 2004	3 yrs	Jun. 6, 2003	0	0%	0	0%	0	0%	0	0%	Master	Chairman of Eastern Asia Technology Limited	Eastern Asia Technology Limited: Chairman Altek Corporation: Independent monitor Dajia Xingye Co., Ltd.: Director	None	-	-

														Dongxin Investment Co., Ltd.: Director Eastech Electronics (Taiwan) Inc.: Representative of juridical person directors Yingdalian Co., Ltd.: Director			
Director (independent)	Yao Chongcheng	Dec. 31, 2004	3 yrs	Dec. 31, 2004	0	0%	0	0%	4,261	0%	0	0%	Bachelor	General Manager of Bai-Sha Electronics Co., Ltd. Jili Electronics (Suzhou) Co., Ltd.: General Manager Kenmec Mechanical Engineering Co., Ltd.: Monitor	None	-	-
Monitor (independent)	Zhuang Jiafu	Dec. 31, 2004	3 yrs	Jun. 6, 2003	0	0%	0	0%	0	0%	0	0%	Bachelor	Chairman of Huike Co., Ltd. Changtian Seafood Restaurant Co., Ltd.: Director	None	-	-
Monitor	Legal representative of Gaomei Investment Co., Ltd.: JERRY LIN	Dec. 31, 2004	3 yrs	Dec. 31, 2004	314,000	0.18%	21,314,000	8.53%	0	0%	0	0%	Bachelor	University California Santa Barbara Gaofu Investment Co., Ltd.: Director	Director	Lin Zhenyu an	Father-son
Monitor	Lu Chenglin	Dec. 31, 2004	3 yrs	Jun. 6, 2003	850,000	0.48%	850,000	0.34%	0	0%	0	0%	Bachelor	Consultant of Gaofu Investment Co., Ltd. None	None	-	-

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**Notes to Financial Statements of Jean Group (Continued)****V. Related party transactions**

## (i) Related party name and relationship

<b>Name of related party</b>	<b>Relationship with the Company</b>
JEFFREY INVESTMENT LTD. (JEFFREY), the British Virgin Islands	Subsidiary of the Company
K-Tronics (Suzhou) Technology Co., Ltd. (K-Tronics)	Subsidiary of the Company
Chunghwa Picture Tubes Ltd. (CPT)	Its Chairman has parent-child relationship with Chairman of the Company
JEAN OPTO-ELECTRONICS TECHNOLOGY CO., LTD. (JEAN OPTO-ELECTRONICS)	Subsidiary of the Company
Lin Zhenyuan	Chairman of the Company
Gaofu Investment Co., Ltd. (Gaofu Ltd.)	Shareholder that holds more than 10% equity of the Company

## (ii) Major transactions between related parties and the Company

## 1. Company Sales

The Company's sales amounts to related parties in 2006 and 2005 are as follows:

	2006		2005	
	Amount	Ratio to the Company's net sales (%)	Amount	Ratio to the Company's net sales (%)
K-Tronics	NT \$ 33,125	-	117,993	-
JEAN OPTO-ELECTRONICS	102,258,606	0.54	247,955,812	1.86
JEFFREY	49,607	-	-	-
Gaofu Ltd.	9,047	-	-	-
	<b>NT \$ 102,350,385</b>	<b>0.54</b>	<b>248,073,805</b>	<b>1.86</b>

In fact, the Company did not make profit from price difference with respect to sales to JEAN OPTO-ELECTRONICS, because the Company bought the goods from K-Tronics and then sold the goods to JEAN OPTO-ELECTRONICS at cost.

As for the collection term of sales to the related parties, apart from JEAN OPTO-ELECTRONICS's monthly settlement within 120 days, there is no significant difference in terms of trade terms between the Company and other common firms.

The Company's balance of accounts receivable incurred to the related parties as of Dec. 31, 2006 and Dec. 31, 2005 is as follows:

	Dec. 31, 2006		Dec. 31, 2005	
	Amount	Ratio to the subject balance (%)	Amount	Ratio to the subject balance (%)
Account Receivable				
JEAN OPTO-ELECTRONICS	<b>NT \$ 37,205,188</b>	<b>0.64</b>	<b>132,760,609</b>	<b>4.30</b>





December 19, 2014

**Certification**

**Park IP Translations**

This is to certify that the attached translation is, to the best of my knowledge and belief, a true and accurate translation from Chinese into English of the Jean annual report 2006.

A handwritten signature in grey ink that reads 'Sabrina Smith'. The signature is written in a cursive, flowing style. Below the signature is a horizontal line.

Sabrina Smith

Project Manager

Project Number: CRM\_1412\_011

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